

EXHIBIT B
Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**ORDER GRANTING THE TRUSTEE'S MOTION FOR AN ORDER APPROVING
THE RETENTION OF OSBORNE & OSBORNE, P.A. AS SPECIAL COUNSEL
NUNC PRO TUNC AS OF MARCH 8, 2011**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC, for authority to retain Osborne & Osborne, P.A. (the "Osborne Firm") as special counsel, *nunc pro tunc* as of March 8, 2011, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having approved the Osborne Firm as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

2. The Court finds that the Osborne Firm is hereby deemed disinterested under 15

U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain the Osborne Firm as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of March 8, 2011.

Dated: New York, NY
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE